



## **MMIS BERHAD**

**(Registration No. 201901006068 (1315395-W))**  
**(Incorporated in Malaysia)**

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**NOTICE IS HEREBY GIVEN** that the Fifth Annual General Meeting (“5<sup>th</sup> AGM” or “Meeting”) of MMIS BERHAD (“MMIS” or “the Company”) will be held at PT 14495, Persiaran Batu Gajah Perdana 4, Kawasan Perindustrian Batu Gajah Perdana, 31000 Batu Gajah, Perak, Malaysia on Thursday, 16 November 2023 at 2:30 p.m. or at any adjournment thereof, to transact the following businesses:-

### **A G E N D A**

#### **AS ORDINARY BUSINESS:**

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| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2023 together with the reports of the Directors and Auditors thereon.  | <b>PLEASE REFER TO EXPLANATORY NOTE 1</b> |
| 2. To approve the payment of Directors' fees and/or benefits of up to RM90,000.00 for the period from the date immediately after the 5 <sup>th</sup> AGM until the date of the next annual general meeting (“AGM”) of the Company. | <b>(ORDINARY RESOLUTION 1)</b>            |
| 3. To re-elect Mr. Loh Chin Siang as Director who retires by rotation pursuant to Clause 105 of the Company's Constitution.  | <b>(ORDINARY RESOLUTION 2)</b>            |
| 4. To re-appoint TGS TW PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.  | <b>(ORDINARY RESOLUTION 3)</b>            |

#### **AS SPECIAL BUSINESS:**

To consider and if thought fit, pass with or without any modifications, the following resolutions:-

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| 5. <b>GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“THE ACT”)</b> | <b>(ORDINARY RESOLUTION 4)</b> |
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“THAT subject always to the Constitution of the Company, the Act, the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), and the approvals of the relevant governmental and/or regulatory authorities, where required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company (“Shares”) to such persons, at any time, upon such terms and conditions, and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of Shares to be issued must be not more than 100% of the total number of issued Shares, of which the aggregate number of Shares issued other than on

pro rata basis to existing shareholders must be not more than 50% of the total number of issued Shares for the time being AND the Directors be and also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued ("Mandate") AND the Mandate shall continue to be in force until the conclusion of the AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.

THAT pursuant to Section 85 of the Act read together with the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND the Board of Directors is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Shares pursuant to the Mandate.

AND THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares."

**6. PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

**(SPECIAL RESOLUTION)**

"THAT the proposed amendments to the Constitution of the Company as set out in "Appendix A", be approved and adopted with immediate effect AND THAT the Directors and/or Secretaries of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company."

7. To transact any other business of which due notice shall have been given.

By order of the Board

**TEA SOR HUA (MACS 01324) (SSM PC NO. 201908001272)**  
**LOO HUI YAN (MAICSA 7069314) (SSM PC NO. 202308000290)**  
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan  
25 October 2023

**Notes:**

- (i) A member of the Company who is entitled to attend, participate, speak and vote at the Meeting is entitled to appoint not more than 2 proxies to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints 2 proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- (ii) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- (iii) Where a member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owners in 1 securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- (iv) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than 2 proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (v) To be valid, the Proxy Form must be duly completed and deposited at the registered office of the Company at Third Floor, No. 77, 79 & 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the date and time set for holding the Meeting.
- (vi) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- (vii) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 39 of the Company's Constitution, to make available a Record of Depositors ("ROD") as at 8 November 2023. Only members whose names appear on such ROD shall be entitled to attend, participate, speak and vote at the Meeting or appoint proxy(ies) to attend and/or speak and/or vote on his/her behalf.
- (viii) The resolutions as set out in the Notice of Meeting are to be voted by poll.
- (ix) The members are advised to refer to the Administrative Notes for the Meeting on the registration process for the Meeting. Given the constantly evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of the Meeting at short notice. Kindly check Bursa Securities' and the Company's website at <https://mmisb.com/> for the latest updates on the status of the Meeting.

**EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS**

**1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 30 June 2023**

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require formal approval from members for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

**2. Item 2 of the Agenda – Directors' Fees and/or Benefits**

Pursuant to Section 230(1) of the Act, the directors' fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. This resolution is to facilitate payment of Directors' fees and/or benefits for the period from the date immediately after the 5<sup>th</sup> AGM until the date of the next AGM of the Company. In the event the proposed amount is insufficient due to the enlarged Board size, approval will be sought at the next AGM for the shortfall.

**3. Item 5 of the Agenda – General Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act**

The Ordinary Resolution 4 proposed under item 5 of the Agenda is a renewal of the general mandate for the Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Act and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities.

This general mandate will provide flexibility to the Company for the allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s). This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

Pursuant to Section 85 of the Act and the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. This Ordinary Resolution 4, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 11 November 2022 which will lapse at the conclusion of the 5<sup>th</sup> AGM.

**4. Item 6 of the Agenda – Proposed Amendments to the Constitution of the Company**

The proposed amendments to the Constitution of the Company under item 6 of the Agenda are mainly to streamline the Constitution with the relevant regulatory requirements as well as to enhance administrative efficiency.

The proposed amendments to the Constitution of the Company shall take effect once the special resolution has been passed by a majority of not less than seventy-five percent (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting.